

Exhibit "A"

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER AUTHORIZING AND APPROVING COMPENSATION AND
REIMBURSEMENT OF EXPENSES PURSUANT
TO THE SEVENTH AND FINAL APPLICATION OF O'MELVENY & MYERS LLP**

(“O'MELVENY & MYERS SEVENTH AND FINAL COMPENSATION ORDER”)

Upon the application dated January 8, 2010 (the “Seventh and Final Application”), wherein O'Melveny & Myers LLP requested an order, pursuant to sections 330(a)(1) and 331 of Chapter 11, Title 11 of the United States Code, and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for allowance of compensation and reimbursement of expenses from October 1, 2007 through January 25, 2008 (the “Final Application Period”) and approval of all

fees and expenses previously awarded to O'Melveny & Myers LLP on an interim basis in connection with prior fee applications; and the Office of the United States Trustee having filed the Statement of the United States Trustee Regarding Applications for Allowance of Compensation and Reimbursement ("U.S. Trustee Response") indicating no objections to the Seventh and Final Application; and this Court having reviewed the Seventh and Final Application and the U.S. Trustee Response, and no further response to the Seventh and Final Application having been filed; and a hearing having been held before this Court to consider the Seventh and Final Application; and this Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2), and (iii) notice of the filing of the Seventh and Final Application was adequate and appropriate under the circumstances and in compliance with applicable Federal Rules of Bankruptcy Procedures and the Local Rules of this Court. Therefore, the Court finds that all prerequisites to compensation and reimbursement of expenses have been met, and upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of request as set forth herein, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Seventh and Final Application is GRANTED;
2. Compensation for the Final Application Period in the total amount of \$8,995.23, representing fees of \$7,988.00, including the twenty percent holdback, and expenses in the amount of \$1,007.23, is authorized and approved;
3. Compensation previously awarded to O'Melveny & Myers LLP on an interim basis in connection with the previous fee applications is authorized and approved;
4. The Debtors are hereby authorized to remit the balance of any unpaid fees and

expenses awarded pursuant to this Order to O'Melveny & Myers LLP, consistent with the terms of the Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses of Professionals, dated November 4, 2005 (Docket No. 869), as amended by supplemental orders on March 8, 2006 (Docket No. 2747), March 28, 2006 (Docket No. 2986), May 5, 2006 (Docket No. 3630), July 12, 2006 (Docket No. 4545), October 13, 2006 (Docket No. 5310), and December 11, 2006 (Docket No. 6145), and the Fee Committee and Fee Procedures Protocol dated May 5, 2006 (the "Fee Protocol") (Exhibit A to Docket No. 3630).

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

Date: _____, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Schedule A(1)

Case No.: 05-44481 (RDD) (Jointly Administered)

Case Name: In re Delphi Corporation, et al.

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
O'Melveny & Myers LLP	01/07/10	\$7,988.00	\$7,988.00	\$1,007.23	\$1,007.23

Date: _____, 2010

Initials: _____
U.S.B.J.